

# **KAJARIA CERAMICS LIMITED**

J-1/B-1 [Extn.], Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044  
Phones: +91-11-26946409 Fax: +91-11-26946407, +91-11-26949544  
E-Mail : investors@kajariaceramics.com Website : http://www.kajariaceramics.com

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given pursuant to Section 171 of the Companies Act, 1956, Section 100 and Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") that an extraordinary general meeting of the members of Kajaria Ceramics Limited ("**Company**") will be held on Wednesday, November 6, 2013 at 12.00 noon at A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, District Bulandshahr, U.P., being the registered office of the Company, to transact the following special businesses:-

### **Item 1: Increase in limit of holdings of equity shares by foreign institutional investors**

To consider and if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall include a duly authorized committee of directors for the time being exercising the powers conferred by the board of directors), consent of the Company be and is hereby accorded to the Board to enhance the ceiling on total holdings of foreign institutional investors ("**FII**s") registered with the Securities and Exchange Board of India ("**SEBI**") to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit not exceeding 40% (forty percent) of the paid-up equity share capital of the Company, provided, however, that the equity shareholding of each FII on its own account and on behalf of each of SEBI approved sub-account in the Company shall not exceed such limits as are or may be prescribed, from time to time, under applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of directors, any other director or officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may consider necessary, expedient or desirable, and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including issuing intimations to the concerned authorities or such other regulatory bodies and for matters connected therewith on incidental thereto without being required to seek any further clarification, consent or approval of the members, who shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### **Item 2: Preferential Issue and Allotment of equity shares and warrants**

To consider and if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A), all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") the Foreign Exchange (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchanges where the shares of the Company are listed and any other appropriate authorities, enabling provisions of the Articles of Association and the Memorandum of Association of the Company and the listing agreement entered into between each of the Company and the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed, and subject to the Company obtaining all approvals from the appropriate governmental authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot an aggregate of: (i) 2,000,000 equity shares of the Company of face value Rs. 2 each ("**Shares**") at a price of Rs. 250 per Share; and (ii) 3,885,420 warrants convertible into equity shares of the Company ("**Warrants**") at an exercise price of Rs. 257.372433 per underlying equity share of face value Rs. 2 each (the Shares and Warrants, hereinafter the "**Securities**") to WestBridge Crossover Fund, LLC ("**Investor**") on a preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of the Warrants by the Warrant holders.

**RESOLVED FURTHER THAT** the issue and allotment of the Securities to the Investor shall be on the following terms and conditions:

- (a) The Securities shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- (b) The Investor shall be entitled to exercise the Warrants in one or more tranches during the term as set out in the term sheet.
- (c) In accordance with the ICDR Regulations, 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), being an aggregate amount of Rs. 250,000,000 (Rupees Two Hundred Fifty Million Only) shall be paid by the Investor to the Company upon issue and allotment of the Warrants. Upon the Investor exercising its right to convert any of the Warrants into equity shares of the Company, the remaining 75%, payable in respect of the Warrants being so converted shall be paid by the Investor to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise.
- (d) The price of the Securities has been calculated in accordance with the provisions of Chapter VII of the ICDR Regulations. The "relevant date" for the purpose of calculating the price of the Securities is October 7, 2013, the date 30 days prior to the date of the extraordinary general meeting of the shareholders of the Company for considering the proposed preferential allotment i.e. November 6, 2013.
- (e) The Securities so offered and allotted to the Investor shall be in dematerialised form.
- (f) The Shares allotted to the Investor, as well as the equity shares that shall be issued to the Investor upon exercise of the Warrants shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (g) The Securities shall remain locked-in from such date and for such periods as specified under the ICDR Regulations.

**RESOLVED FURTHER THAT** the Shares and the equity shares allotted on conversion of Warrants in terms of this resolution shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any question or difficulty that may arise in regard thereto and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the Securities, without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committees duly constituted or persons duly authorised for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**By order of the Board  
For Kajaria Ceramics Limited**

**R. C. Rawat  
Executive V. P. (A&T) & Company Secretary**

Place: New Delhi  
Date: October 8, 2013

**Notes**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING IN THE FORM ENCLOSED HERETO. A PROXY SO APPOINTED SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL.**
2. The explanatory statement in respect of the resolutions proposed pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto. Each of the special resolutions mentioned herein shall be declared as

passed if the number of votes cast in favour of such special resolution is not less than three times the number of votes cast against the said special resolution.

3. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5 P.M.
4. Members who hold equity shares in dematerialized form are requested to write their client ID and DP-ID numbers and those who hold equity shares in physical forms are requested to write their folio number in the attendance slip for attending the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing such representative to attend and vote on their behalf at the meeting.
5. The increase in the limit of the equity shareholding of registered foreign institutional investors and sub-accounts in the Company requires the prior consent of the members by way of a special resolution in terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. The issuance of the Securities as aforesaid on a preferential basis requires the prior consent of the members by way of a special resolution, in terms of Section 81 (1A) of the Companies Act, 1956 and the ICDR Regulations.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item 1: Increase in limit of holdings of equity shares by foreign institutional investors**

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, foreign institutional investors ("FII's") and SEBI approved sub-accounts of FIIs presently can, in aggregate, hold upto 24% of the paid-up equity capital of a company. The regulations further provide that this limit may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Indian company concerned by passing a resolution to that effect by its members.

FIIs have assumed a crucial role in the Indian capital market. It is proposed to facilitate greater FII investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, corporate governance, its operational efficiencies, global competitiveness and proven management track record. With increased participation by FIIs in the Indian capital market, the Board considers it desirable to increase the FIIs investment limit up to 40% for investment in the capital of the Company.

The Company's directors, managers, key managerial personnel and their respective relatives are not concerned or interested, financially or otherwise, in the proposed increase in limit for investments by FIIs. None of the directors, managers, key managerial personnel and their respective relatives are interested, either financially or otherwise, in passing of the above resolution except to the extent of their shareholding, if any, in the Company.

All documents related to this item and the explanatory statement will be open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5 P.M.

The Board recommends the passing of the resolution set out in Item 1 as a special resolution.

#### **Item 2: Preferential Allotment of equity shares and warrants**

##### **A. Material Facts Relating to the Preferential Allotment**

1. The Company proposes to increase its capital base by way of infusion of equity and allotment of warrants to support the on going and future capital expenditure plans and other general corporate purposes permitted by applicable laws.
2. The Company has received a binding termsheet ("**Termsheet**") from WestBridge Capital Partners, LLC, acting in its capacity as the investment manager of WestBridge Crossover Fund, LLC ("**Investor**") setting out terms and conditions on which the Investor is willing to invest an aggregate amount of Rs. 1,500,000,000 (Rupees One Billion Five Hundred Million only) towards subscription to equity shares of the Company of face value Rs. 2 each ("**Shares**") and warrants convertible into Shares ("**Warrants**") and together with the Shares proposed to be allotted to the Investor, the "**Securities**") on a preferential allotment basis. The Board has accepted this offer at its meeting held on October 8, 2013. The investment is subject to customary conditions including receipt of shareholders approval, regulatory approvals and signing a mutually agreeable Securities Subscription Agreement between the Company and the Investor ("**SSA**") and the terms and conditions contained in the SSA.
3. The Investor is a private company limited by shares, which was incorporated in Mauritius on July 8, 2011. Approximately 85% of the share capital of the Investor is held by institutional investors such as universities, foundations and pension funds. The Investor is regulated by the Financial Services Commission, Mauritius as a Closed End Fund, holds a Category I Global Business Licence issued by the Financial Services Commission, Mauritius and a tax residence certificate issued by the Mauritius Revenue Authority. The Investor makes investments in public companies and selected private companies in India, and in companies which have a significant nexus or business linkages with India and South Asia.
4. In terms of Section 81(1A) of the Companies Act, 1956 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), the proposed preferential allotment requires approval of the Company's shareholders by way of a special resolution. The Board, therefore, seeks the consent of the Company's shareholders to the resolution set out in the notice, by way of a special resolution.

5. The issue and allotment of the Securities to the Investor shall be on the following terms and conditions:
    - (a) 2,000,000 Equity Shares shall be allotted to the Investor at a price of Rs. 250 per Equity Share.
    - (b) 3,885,420 Warrants shall be allotted to the Investor at an exercise price of Rs. 257.372433 per underlying equity share. The allotment of the Warrants is subject to receipt of approval of the Foreign Investment Promotion Board, as may be required.
    - (c) In accordance with the ICDR Regulations, 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), being an aggregate amount of Rs. 250,000,000 (Rupees Two Hundred Fifty Million Only) for the Warrants, shall be paid by the Investor to the Company upon issue and allotment of the Warrants.
    - (d) Upon the Investor exercising its right to convert any of the Warrants into equity shares of the Company, the remaining 75% of the consideration payable in respect of the Warrants being so converted shall be paid by the Investor to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise.
    - (e) The Investor shall be entitled to exercise the Warrants in one or more tranches during the term as set out in the term sheet.
    - (f) The Shares allotted to the Investor, as well as the equity shares that shall be issued to the Investor upon exercise of the Warrants shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
  6. The proposed issue and allotment of the Securities will be governed by the applicable provisions of the Companies Act, 1956, the Companies Act, 2013, the Articles of Association of the Company, the listing agreement entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the ICDR Regulations, as also the terms of the Termsheet and the SSA executed in this regard. The Investor proposes to subscribe to the Securities pursuant to Schedule 1 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
- B. The details of the issue and other particulars as required in terms of the ICDR Regulations, 2009 in relation to the resolution proposed are given as under:**
1. The "relevant date" for the determination of the applicable price for the issue for the Securities shall be October 7, 2013, being the date which is 30 (thirty) days prior to the date of the extraordinary general meeting of the shareholders of the Company for considering the proposed preferential allotment i.e. November 6, 2013. Since the equity shares of the Company have been listed on a recognised stock exchange for a period more than 26 (twenty six) weeks as on the relevant date, the Securities shall be allotted at a price not less than the higher of the following:
    - (a) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
    - (b) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The 'recognized stock exchange' referred to above means any of the recognised stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.
  2. The allotment of the Securities is subject to the Investor not having sold any equity shares of the Company during the 6 (six) months preceding the relevant date. The Investor has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.
  3. It may be noted that under the terms of Chapter VII of the ICDR Regulations, it is necessary to disclose the details of the Investor and certain other matters relating to the preferential allotment to the shareholders while seeking their approval. The relevant disclosures are set out below:
    - (a) Objects of the issue

The objects of raising capital by issuance of the Securities are to support the on going and future capital expenditure plans and other general corporate purposes permitted by applicable laws
    - (b) Proposal of the promoters/directors/key management persons of the Company to subscribe to the offer

The promoters, directors and key management personnel of the Company do not propose to subscribe to the proposed preferential issue.
    - (c) Shareholding pattern of the Company before and after the proposed issue of Securities pursuant to the resolution:

The shareholding pattern of the Company prior to allotment of the Securities (as on October 4, 2013, being the latest

practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders) and immediately following the allotment of the Securities, is set out below:

| S.No. | Category of Investor            | Pre – Issue<br>(as on 04.10.2013) |                      | Post -Issue      |                      | Post Issue<br>(After conversion<br>of Warrants) |                      |
|-------|---------------------------------|-----------------------------------|----------------------|------------------|----------------------|---|----------------------|
|       |                                 | No. of<br>Shares                  | % of<br>shareholding | No. of<br>Shares | % of<br>shareholding | No. of<br>Shares                                | % of<br>shareholding |
| A.    | PROMOTERS SHAREHOLDING          |                                   |                      |                  |                      |   |                      |
|       | Promoters and Promoters Group   | 39371815                          | 53.51                | 39371815         | 52.09                | 39371815  | 49.54                |
|       | <b>Sub – Total (A)</b>          | <b>39371815</b>                   | <b>53.51</b>         | <b>39371815</b>  | <b>52.09</b>         | <b>39371815</b>                                 | <b>49.54</b>         |
| B     | PUBLIC SHAREHOLDING             |                                   |                      |                  |                      |   |                      |
|       | I INSTITUTIONAL INVESTORS       |                                   |                      |                  |                      |   |                      |
|       | Mutual Funds                    | 1026362                           | 1.39                 | 1026362          | 1.36                 | 1026362   | 1.29                 |
|       | Financial Institutions / Banks  | 35770                             | 0.05                 | 35770            | 0.05                 | 35770   | 0.05                 |
|       | Foreign Institutional Investors | 18337286                          | 24.92                | 18337286         | 24.26                | 18337286  | 23.07                |
| II    | NON INSTITUTIONAL INVESTORS     |                                   |                      |                  |                      |   |                      |
|       | Bodies Corporate                | 4590146                           | 6.24                 | 4590146          | 6.07                 | 4590146   | 5.78                 |
|       | WestBridge Crossover Fund, LLC  | 0                                 | 0                    | 2000000          | 2.65                 | 5885420   | 7.41                 |
|       | Resident Individuals / HUFs     | 9409053                           | 12.78                | 9409053          | 12.45                | 9409053   | 11.84                |
|       | NRIs                            | 764069                            | 1.04                 | 764069           | 1.01                 | 764069  | 0.96                 |
|       | Other (Trust & Foundations)     | 49079                             | 0.07                 | 49079            | 0.06                 | 49079   | 0.06                 |
|       | <b>Sub Total (B)</b>            | <b>34211765</b>                   | <b>46.49</b>         | <b>36211765</b>  | <b>47.91</b>         | <b>40097185</b>                                 | <b>50.46</b>         |
|       | <b>TOTAL (A+B)</b>              | <b>73583580</b>                   | <b>100</b>           | <b>75583580</b>  | <b>100</b>           | <b>79469000</b>                                 | <b>100</b>           |

**Note** Jwalamukhi Investment Holdings, a sub-account of HSBC Bank (Mauritius) Ltd. (“JIH”), is a wholly owned subsidiary of WestBridge Crossover Fund, LLC. JIH presently holds 5,777,005 equity shares of the Company, comprising 7.85% of the Company’s issued equity share capital.

This table shows the expected shareholding pattern of the Company upon consummation of the allotment, and assumes that holdings of all other shareholders shall remain the same post-issue, as they were on the date on which the pre-issue shareholding pattern was prepared.

(d) Time within which allotment will be completed

Under regulation 74(1) of the ICDR Regulations, an allotment pursuant to a special resolution shall be completed within a period of 15 (fifteen) days from the date of passing of such resolution, provided that where permission or approval by any regulatory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of such approval or permission, as the case may be. Accordingly, the allotment of the Securities shall take place within the applicable period mentioned above.

(e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the issuer consequent to the preferential issue:

(i) Identity of the proposed allottee and ultimate beneficial owners of shares proposed to be allotted and/or who ultimately control the proposed allottee

The Investor is a private company limited by shares, which was incorporated in Mauritius on July 8, 2011. Approximately 85% of the share capital of the Investor is held by institutional investors such as universities, foundations and pension funds. The Investor is managed by a professional investment manager, WestBridge Capital Partners, LLC, which is registered as a CIS Manager with, and regulated by, the Financial Services Commission, Mauritius. Investment decisions by the Investor are approved by its board of directors, which comprises of Mr. Peter Wendell, Mr. Couldip Basanta Lala and Mr. Yashwant Kumar Beeharee.

(ii) Percentage of post-preferential issued capital that may be held by the proposed allottee

| Allottee                       | No. of equity shares to be held | % of post issue equity capital | No. of equity shares to be held (after conversion of Warrants into equity shares) | % of post issue equity capital (after conversion of Warrants into equity shares) |
|--------------------------------|---------------------------------|--------------------------------|---|--|
| WestBridge Crossover Fund, LLC | 2,000,000                       | 2.65%                          | 5,885,420   | 7.41%  |

**Note:** Jwalamukhi Investment Holdings, a sub-account of HSBC Bank (Mauritius) Ltd. ("JIH"), is a wholly owned subsidiary of WestBridge Crossover Fund, LLC. JIH presently holds 5,777,005 equity shares of the Company, comprising 7.85% of the Company's issued equity share capital.

(iii) The proposed preferential allotment will not result in a change in the control of the Company.

(f) Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than six months prior to the relevant date, the Company is neither required to re-compute the price of the Securities nor therefore, required to submit the undertakings specified under Regulations 73(1) (f) and (g) of the ICDR Regulations.

4. Mr. Sandeep Singhal, a director of the Company, is a director and shareholder of WestBridge Advisors Private Limited, which is an investment sub-advisor that provides non-binding investment advice to members of the WestBridge group.

Other than as stated above, the Company's directors, managers, key managerial personnel and their respective relatives are not concerned or interested, financially or otherwise, in the proposed preferential issue, except to the extent of their shareholding, if any, in the Company.

5. The Company is in the process of obtaining a certificate from its statutory auditor certifying that the preferential issue is in accordance with the ICDR Regulations, and such certificate, the Memorandum and Articles of Association of the Company, the Termsheet and other documents related to this item of the notice and the explanatory statement will be open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5 P.M.

6. The Securities issued pursuant to the preferential allotment will be subject to lock-in as provided in the ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the Relevant Date for a period of 6 (six) months from the date of the trading approval.

7. The Board recommends the passing of the resolution set out in Item 2 as a special resolutions.

**By order of the Board  
For Kajaria Ceramics Limited**

**R. C. Rawat  
Executive V. P. (A&T) & Company Secretary**

Place: New Delhi  
Date: October 8, 2013

# KAJARIA CERAMICS LIMITED

Regd. Office: A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.)

## ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company Held on Wednesday, 6th November, 2013 at 12.00 noon at the Regd. Office of the Company.

|             |  |
|-------------|--|
| DP ID**     |  |
| Client ID** |  |

|                      |  |
|----------------------|--|
| Master Folio No.     |  |
| No. of Share(s) held |  |

NAME OF THE SHAREHOLDER \_\_\_\_\_ (Signature)

NAME OF THE PROXY \_\_\_\_\_ (Signature)  
(IN BLOCK LETTERS)

**NOTE:** You are requested to fill, stamp, sign and hand over the slip at the entrance.

\*\*Applicable for members holding shares in electronic form.

# KAJARIA CERAMICS LIMITED

Regd. Office: A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.)

## FORM OF PROXY

|             |  |
|-------------|--|
| DP ID**     |  |
| Client ID** |  |

|                      |  |
|----------------------|--|
| Master Folio No.     |  |
| No. of Share(s) held |  |

I/We..... of .....  
In the district of .....being a member/ members of the above  
named Company hereby appoint ..... of  
.....in the district of .....or failing him  
..... of.....in the district of.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday 6th day, of November, 2013 and at any adjournment thereof.

Please  
affix Re 1  
Revenue  
Stamp.

Signed this..... day of .....2013

**NOTE:** The Proxy to be effective should be filled, stamped, signed and deposited at the Registered Office of the Company at A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt Bulandshahr (U P) not less than 48 hours before the commencement of the Meeting.

\_\_\_\_\_  
(Signature)